

REBUTTAL EXHIBIT B**PLAINTIFF ADVANCEME'S REPLY CLAIM CONSTRUCTION BRIEF**

DEBIT CARD DIRECTORY**Chapter 7****(C9)**

Acquiring Banks

The debit card business has two sides, issuing and acquiring. The latter side, which involves recruiting merchants to accept debit cards, is not discussed as often as the former, but this is no indication of its importance. Acquiring is what makes point-of-sale debit possible, since without merchants the cards would be useless as payment vehicles.

Some of the same banks that issue debit cards also acquire merchant transactions, and are hence known as acquirers or merchant banks. The 20 biggest acquirers are listed here, ranked by the transactions performed on terminals they were responsible for as acquirers as of June 1995. The listings also show all POS terminals the bank actually drives.

Debit card acquiring is a complex business because it can take many shapes, often depending on the size and sophistication of the merchant. In the

simplest case, banks buy the terminals, drive them for the merchant, and transmit all transactions to the network. The merchants pay them a transaction fee and usually pay rent for the terminals.

But not infrequently merchants buy their own terminals and also drive them, or hire a third-party processor to drive them. In some cases, indeed, merchants build their own switches, which allow them to send transactions directly to the local network or to major issuing banks. In this instance, the merchant may not even need an acquirer.

BankAmerica remains the nation's number-one acquirer of debit transactions, with 21% growth in its monthly transactions from June 1994. Number-two First Interstate Bank enjoyed 43% growth to climb into second place. And Sunwest Bank caught fire, more than doubling its volume and leaping from 15th place to 12th.

DEBIT CARD DIRECTORY**Acquiring Banks****1. BankAmerica**

1 S. VAN NESS STREET
SAN FRANCISCO CALIF. 94103
415-241-3373

Monthly Transactions 8,000,000

Terminals On-Line 60,000

Terminals It Drives 6,500

Networks Affiliated: Interlink, Maestro, Honor, Accel, Pulse, Explore, MAC, NYCE, GulfNet, BankMate, AFFN.

Director: Sharif Bayyari, Executive Vice President

2. First Interstate

707 WILSHIRE BOULEVARD
LOS ANGELES CALIF. 90017
213-614-5132

Monthly Transactions 4,250,000

Terminals On-Line 7,230

Terminals It Drives 0

Networks Affiliated: Interlink, Explore, Maestro, Accel, Instant Teller.

Director: Eric Bell, Vice President

3. Wells Fargo

1200 MONTEGO WAY
WALNUT CREEK CALIF. 94598
510-746-4120

Monthly Transactions 3,400,000

Terminals On-Line 8,465

Terminals It Drives 5,965

Networks Affiliated: Interlink, Explore, Maestro.

Director: Debra Rossi, Senior Vice President

4. EFS National Bank

2525 HORIZON LAKE DRIVE, SUITE 120
MEMPHIS TENN. 38133
901-371-8000

Monthly Transactions 3,000,000

Terminals On-Line 41,000

Terminals It Drives 41,000

Networks Affiliated: AFFN, Alert, BankMate, Cash Station, EFT Illinois, Explore, Gulfnet, Honor, Infonet, Interlink, Kets, MAC, Maestro, Magic Line, Money Center 24, Money Station, Most, Pulse, Shazam, Tyme.

Director: Edward A. Labry, President, Concord EFS

5. Mellon Bank

ONE MELLON BANK CENTE, SUITE 1000
PITTSBURGH PA. 15258
1-800-343-7064

Monthly Transactions 1,300,000

Terminals On-Line NA -

Terminals It Drives 0

Networks Affiliated: 14 Networks.

Director: David Johns, Senior Vice President

6. Crestar

6802 PARAGON PLACE
RICHMOND VA. 23230
804-287-9202

Monthly Transactions 1,054,450

Terminals On-Line 3,673

Terminals It Drives 0

Networks Affiliated: Interlink, Maestro, Most, MAC.

Director: Bob Antrobus, Vice President

DEBIT CARD DIRECTORY**Acquiring Banks****7. National City Processing Company**

1231 DURRELL LANE
LOUISVILLE KY. 40285-0001
502-364-2000

Monthly Transactions 1,000,000

Terminals On-Line 15,000

Terminals It Drives 0

Networks Affiliated: Interlink, Explore, Maestro, MAC, Pulse, Tyme, Honor, Money Station, Most, NYCE, Cash Station, Magic Line.

Director: Michael McEvoy, Senior Vice President

8. PNC Bank Corp.

FIFTH & WOOD STREETS
PITTSBURGH PA. 15265
412-762-2344

Monthly Transactions 774,181

Terminals On-Line 5,792

Terminals It Drives 0

Networks Affiliated: All Major Networks.

Director: Paula Kramer, Vice President

9. BayBanks

ONE BAYBANK TECHNOLOGY PLACE
WALTHAM MASS. 2154
617-788-7825

Monthly Transactions 761,941

Terminals On-Line 18,240

Terminals It Drives NA

Networks Affiliated: X-Press 24.

Director: Robert Shay, Senior Vice President

10. Texas Commerce Bank

P.O. BOX 2558
HOUSTON TEX. 77252
713-216-7388

Monthly Transactions 670,000

Terminals On-Line 1,300

Terminals It Drives 0

Networks Affiliated: Pulse, MAC, NYCE, Star/Explore, Maestro, Interlink, Honor, Magic Line, Shazam, Alert, Tyme, GulfNet.

Director: John B. Fricke, Vice President

11. Michigan National Bank

27777 INKSTER ROAD
FARMINGTON HILLS MICH. 48333
517-323-5799

Monthly Transactions 400,000

Terminals On-Line 4,200

Terminals It Drives 1,900

Networks Affiliated: Magic Line.

Director: Michael King, First Vice President

12. Sunwest Bank

P.O. BOX 2550
ALBUQUERQUE N.M. 87125
505-282-3187

Monthly Transactions 326,913

Terminals On-Line 4,104

Terminals It Drives 4,104

Networks Affiliated: BankMate.

Director: Karen Watson, Director

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DEBIT CARD DIRECTORY**Acquiring Banks****13. Banc One**

800 BROOKSEdge BOULEVARD
WESTERVILLE OHIO 43081
614-248-7829

Monthly Transactions 325,000
Terminals On-Line 4,115
Terminals It Drives 0
Networks Affiliated: Interlink, Maestro, Pulse,
Explore, MAC.
Director: David Strider, President

14. KeyCorp

900 EUCLID AVENUE
CLEVELAND OHIO 44115
216-737-2678

Monthly Transactions 306,000
Terminals On-Line 3,500
Terminals It Drives 0
Networks Affiliated: MAC, Money Station, NYCE,
Honor, GulfNet, Maestro, Interlink, Magic Line,
Star/Explore, Exchange Accel.
Director: Daniel J. Neistadt, Vice President

15. U.S. Bancorp

111 S.W. FIFTH AVENUE
PORTLAND ORE. 97204
503-275-4467

Monthly Transactions 285,000
Terminals On-Line 1310
Terminals It Drives 595
Networks Affiliated: Accel, Interlink, Explore,
Maestro.
Director: Bartt Brick, Senior Vice President

16. Fifth Third

38 FOUNTAIN SQUARE PLAZA
CINCINNATI OHIO 45263
513-579-5447

Monthly Transactions 274,000
Terminals On-Line 11,941
Terminals It Drives 0
Networks Affiliated: Jeanie, Money Station.
Director: Jim Hudepohl, Senior Vice President

**17. First Security Bank
(New Mexico)**

P.O. BOX 1305
ALBUQUERQUE N.M. 87103
801-246-1443

Monthly Transactions 175,655
Terminals On-Line 965
Terminals It Drives NA
Networks Affiliated: Money Network, Lynx, Pulse,
Explore, Interlink, Maestro.
Director: Karen McDuffie, Manager, POS Merchant
Services

18. Herring National Bank

1608 S. POLK
AMARILLO TEX. 79102
806-373-3921

Monthly Transactions 150,000
Terminals On-Line 3,000
Terminals It Drives 3,000
Networks Affiliated: Pulse.
Director: Campbell Burgess, Vice President

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DEBIT CARD DIRECTORY

Acquiring Banks

19. Bank South

55 MARIETTA STREET
ATLANTA GA. 30302
404-529-4926

Monthly Transactions 130,000

Terminals On-Line 3,000

Terminals It Drives 0

Networks Affiliated: Interlink, Maestro, Honor.

Director: T. Chris Roberts, Vice President, Card Services

20. National Bank of Alaska

6831 ARCTIC BOULEVARD
ANCHORAGE ALASKA 99510
907-267-5602

Monthly Transactions 54,878

Terminals On-Line 892

Terminals It Drives 382

Networks Affiliated: Alaska Option.

Director: Judy Panke, Vice President, Manager of Electronic Banking